



[6450-01-P]

DEPARTMENT OF ENERGY

[FE Docket Nos. 10-111-LNG, 13-30-LNG, 13-42-LNG, 13-121-LNG, 15-63-LNG, 19-125-LNG, 19-133-LNG, 20-28-LNG]

Change In Control; Sabine Pass Liquefaction, LLC

AGENCY: Office of Fossil Energy, Department of Energy.

ACTION: Notice of change in control.

SUMMARY: The Office of Fossil Energy (FE) of the Department of Energy (DOE) gives notice of receipt of a Notification in Accordance with Procedures for Changes in Control (Notice) filed by Sabine Pass Liquefaction, LLC (SPL) in the above-referenced dockets on September 22, 2020. The Notice describes a change in indirect equity ownership. The Notice was filed under the Natural Gas Act (NGA).

DATES: Protests, motions to intervene, or notices of intervention, as applicable, and written comments are to be filed using procedures detailed in the **Public Comment Procedures** section no later than 4:30 p.m., Eastern time, [INSERT DATE 15 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

ADDRESSES:

Electronic Filing by email:

fergas@hq.doe.gov

Regular Mail

U.S. Department of Energy (FE-34)
Office of Regulation, Analysis, and Engagement
Office of Fossil Energy
P.O. Box 44375
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Hand Delivery or Private Delivery Services (e.g., FedEx, UPS, etc.)

U.S. Department of Energy (FE-34)
Office of Regulation, Analysis, and Engagement

Office of Fossil Energy
Forrestal Building, Room 3E-042
1000 Independence Avenue, SW
Washington, DC 20585

FOR FURTHER INFORMATION CONTACT:

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SUPPLEMENTARY INFORMATION:

Summary of Change in Control

SPL states that it is a wholly-owned, indirect subsidiary of Cheniere Energy Partners, L.P. (CQP), which is a publicly traded Delaware limited partnership. The general partner interest in CQP is owned by Cheniere Energy Partners GP, LLC, which is a wholly-owned indirect subsidiary of Cheniere Energy, Inc. (Cheniere), a publicly traded corporation. As of August 31, 2020, the limited partnership interest in CQP was owned approximately 49.6% by Cheniere, about 8.5% by the public, and 42% by The Blackstone Group, Inc. (Blackstone) through various affiliated entities involved in the transaction described below.

On August 22, 2020, certain Blackstone entities agreed to sell a portion of their limited partner ownership interest in CQP, indirect owner of SPL, to certain entities of Brookfield Asset Management Inc. (Brookfield), with the remainder to be acquired by affiliated Blackstone entities. Specifically, BX CQP SuperHoldCo Holdings Manager L.L.C., BX CQP Common Holdco Holdings Manager L.L.C., and BX Rockies Platform Co Holdings Manager L.L.C. agreed to sell all of the limited liability company interests in BX CQP Target Holdco L.L.C., which in turn owns all of the equity interests in each of BX CQP SuperHoldCo Parent L.P., BX CQP Common Holdco Parent L.P., and BX Rockies Platform Co LLC (each of which directly or indirectly beneficially owns CQP common units), to an entity jointly owned by BIP Aggregator Q L.P., a Delaware limited partnership, BIP Aggregator II L.P., a Delaware limited partnership (together with BIP Aggregator Q L.P., (Blackstone Infrastructure Partners)) and BIF IV Cypress Aggregator (Delaware) LLC, a Delaware limited liability company (Brookfield Infrastructure) (the Transaction). Following the closing of the Transaction, Blackstone Infrastructure Partners and Brookfield Infrastructure are expected to directly or indirectly own 50.01% and 49.99% of the equity interest in BX CQP Target Holdco L.L.C., respectively.¹ SPL states that following the Transaction, the Blackstone and Brookfield entities now jointly own the approximately 42 percent of CQP limited partnership interest currently held by Blackstone, without modifying the other existing ownership of limited partner or general partner interests in CQP.

Blackstone Infrastructure Partners' and Brookfield Infrastructure's respective governance rights over BX CQP Holdco L.L.C. mean that they share beneficial ownership of all of the CQP common units that are now beneficially owned by Blackstone. Blackstone Infrastructure

¹ SPL informed DOE/FE that the Transaction closed on September 24, 2020. *See* Email from J. Patrick Nevins, Partner, Latham & Watkins LLP, to DOE/FE, Update to Notification Regarding Change in Indirect Equity Ownership (Sept. 24, 2020).

Partners and Brookfield Infrastructure share certain limited governance rights, including the exercise of director nomination rights previously held by Blackstone with respect to the board of the general partner of the SPL and of Cheniere.

Additional details can be found in SPL's Notice, posted on the DOE/FE website at:

https://www.energy.gov/sites/prod/files/2020/09/f79/Sabine%20Pass_Blackstone_Brookfield_CI_C_notification.pdf

DOE/FE Evaluation

DOE/FE will review SPL's Notice in accordance with its Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (CIC Procedures).² Consistent with the CIC Procedures, this notice addresses SPL's authorizations to export liquefied natural gas (LNG) to non-free trade agreement (non-FTA) countries, granted in DOE/FE Order Nos. 2961-A (FE Docket No. 10-111-LNG), 3669 (FE Docket Nos. 13-30-LNG, 13-42-LNG, 13-121-LNG), 3792 (FE Docket No. 15-63-LNG), 4487 (FE Docket No. 19-133-LNG), 4545 (FE Docket No. 20-28-LNG).³ If no interested person protests the change in control and DOE takes no action on its own motion, the proposed change in control will be deemed granted 30 days after publication in the *Federal Register*. If one or more protests are submitted, DOE will review any motions to intervene, protests, and answers, and will issue a determination as to whether the proposed change in control has been demonstrated to render the underlying authorization inconsistent with the public interest.

Public Comment Procedures

² 79 FR 65541 (Nov. 5, 2014).

³ SPL's Notice also applies to its existing authorizations to export LNG to FTA countries and to import natural gas from various international sources, but DOE/FE will respond to those portions of the document separately pursuant to the CIC Procedures, 79 FR 65542. Further, SPL's application to export LNG to non-FTA countries in FE Docket No. 19-125 remains pending.

Interested persons will be provided 15 days from the date of publication of this notice in the *Federal Register* in order to move to intervene, protest, and answer SPL's Notice.⁴ Protests, motions to intervene, notices of intervention, and written comments are invited in response to this notice only as to the change in control described in SPL's Notice. All protests, comments, motions to intervene, or notices of intervention must meet the requirements specified by DOE's regulations in 10 CFR part 590.

Filings may be submitted using one of the following methods: (1) preferred method: e-mailing the filing to *fergas@hq.doe.gov*; (2) mailing an original and three paper copies of the filing to the Office of Regulation, Analysis, and Engagement at the address listed in **ADDRESSES**; or (3) hand delivering an original and three paper copies of the filing to the Office of Regulation, Analysis, and Engagement at the address listed in **ADDRESSES**. All filings must include a reference to the individual FE Docket Number(s) in the title line, or Sabine Pass Liquefaction, LLC Change in Control in the title line. **PLEASE NOTE:** If submitting a filing via email, please include all related documents and attachments (e.g., exhibits) in the original email correspondence. Please do not include any active hyperlinks or password protection in any of the documents or attachments related to the filing. All electronic filings submitted to DOE must follow these guidelines to ensure that all documents are filed in a timely manner. Any hardcopy filing submitted greater in length than 50 pages must also include, at the time of the filing, a digital copy on disk of the entire submission.

SPL's Notice, and any filed protests, motions to intervene, notices of intervention, and comments, are available for inspection and copying in the Office of Regulation, Analysis, and Engagement docket room, Room 3E-042, 1000 Independence Avenue, SW, Washington, D.C.,

⁴ Intervention, if granted, would constitute intervention only in the change in control portion of this proceeding, as described herein.

20585. The docket room is open between the hours of 8:00 a.m. and 4:30 p.m., Monday through Friday, except Federal holidays.

SPL's Notice, and any filed protests, motions to intervene, notices of intervention, and comments, will also be available electronically by going to the following DOE/FE Web address:

https://fossil.energy.gov/ng_regulation/.

Signed in Washington, D.C., on October 8, 2020.

Amy Sweeney,
*Director, Office of Regulation, Analysis, and Engagement,
Office of Oil and Natural Gas.*

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